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Counsel to Official Committee of Unsecured Creditors

AND

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Counsel to Agents for the Prepetition Senior Lenders

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:	
In re	:	Chapter 11 Case No.
	:	
LEXINGTON PRECISION CORP., et al.,	:	08-11153 (MG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**STIPULATION BY & BETWEEN OFFICIAL COMMITTEE OF UNSECURED
CREDITORS AND AGENTS FOR PREPETITION SENIOR LENDERS
REGARDING INTERIM FEE APPLICATION OF COMMITTEE COUNSEL**

By and through their respective undersigned attorneys, (i) the Official Committee of Unsecured Creditors (the “Committee”), (ii) CapitalSource Finance LLC, as agent to the lenders (the “Prepetition Revolver Lenders”) under that certain Credit and Security Agreement, dated May 31, 2006 (as amended to date and as may be amended, restated or otherwise modified from time), and (iii) CSE Mortgage LLC, as agent to the lenders (the “Prepetition Term Lenders,” together with the Prepetition Revolver Lenders, the “Prepetition Senior Lenders”) under that certain Loan and Security Agreement, dated May 31, 2006 (as amended to date and as may be amended, restated or otherwise modified from time to time), do hereby stipulate, agree and state as follows:

Any and all rights of the Prepetition Senior Lenders, and the aforementioned agents therefor, to object, on any grounds whatsoever, to that certain *First Interim Application of Andrews Kurth LLP Under 11 U.S.C. § 331 for Interim Allowance of Compensation and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors* (Docket No. 396), shall be preserved and may be raised by the Prepetition Senior Lenders, and the aforementioned agents therefor, at any hearing on any final fee application by counsel to the Committee.

STIPULATED AND AGREED TO BY:

ANDREWS KURTH LLP

/s/ Paul N. Silverstein
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Counsel to Agents for Senior Prepetition Lenders

Certificate of Service

I hereby certify that a true and correct copy of the foregoing stipulation was served by mail upon the following parties in accordance with that certain *Notice of Hearing on Interim Applications for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses*, on this the 27th day of October, 2008.

Lexington Precision Corporation
(Attn: Michael A. Lubin)
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/s/ Aaron R. Cahn
Aaron R. Cahn